

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

GRAND RESTAURANT GROUP, INC.

Case No.
Chapter 11

Debtor
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CORPORATE RESOLUTION PURSUANT TO EDNY LBR1074-1(a)
AUTHORIZING CHAPTER 11 FILING

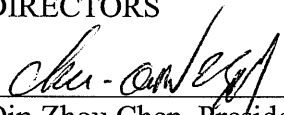
I, Qin Zhou Chen, President of Grand Restaurant Group, Inc., organized and existing under the laws of the State of New York and having its principal place of business at 136-20 Roosevelt Avenue, 3rd Floor, Flushing, NY 11355, hereby certify that the following is a true copy of a resolution adopted by the Board of Directors of the Corporation at an emergency meeting convened and held on December 20, 2013, at which a quorum was present and voting throughout and that such resolution is now in full force and effect and is in accordance with the provisions of the charter and by-laws of the Corporation.

RESOLVED: That the Corporation approves the Chapter 11 filing for the Corporation;

RESOLVED: That the President of the Corporation is hereby authorized to sign on behalf of the Corporation any forms for the Chapter 11 filing;

RESOLVED FURTHER: That the President is hereby authorized and directed to certify to any interested party that this resolution has been duly adopted, is in full force and effect, and is in accordance with the provisions of the charter and by-laws of the Corporation.

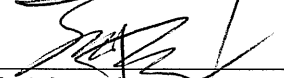
DIRECTORS



Qin Zhou Chen, President

12/20/2013

Date



Jin Ping Zhu, Treasurer



Tai Ei Huang, Chief Purchase Manager

STATE OF NEW YORK)
COUNTY OF QUEENS) SS:

On this 20th day of December, in the year 2013, before me the undersigned, personally appeared Qin Zhou Chen, Jin Ping Zhu, Tai Li Huang personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

TING TING XU
NOTARY PUBLIC-STATE OF NEW YORK
No. 02XU6286038
Qualified in Queens County
My Commission Expires July 22, 2017